

RECORDATION NO. 12767-K Filed 1425

RECORDATION NO. 12767-L Filed 1425

MAR 1 - 1983 - 3 00 PM

MAR 1 - 1983 - 3 00 PM

RECORDATION NO. 12767-J Filed 1425

MAR 1 - 1983 - 3 00 PM

HOWARD & SIMON
INTERSTATE COMMERCE COMMISSION
1730 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20006

INTERSTATE COMMERCE COMMISSION

(202) 783-0800

3-(60A201

MARK D. WEGENER
(202) 383-7048

March 1, 1983

No.

MAR 1 1983

Date.....

Fee \$ 40.00

ICC Washington, D.C.

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: RAILEASE Inc Equipment Trust
1980 Series 3 - Amendment Agreement,
Bills of Sale

Madam:

In accordance with the provisions of 49 U.S.C.
§ 11303 and Rules and Regulations of the Interstate Commerce
Commission ("ICC") thereunder, there are submitted herewith for
filing and recordation counterparts of the following documents:

- (1) Amendment Agreement, dated as of
January 31, 1983, to an Equipment
Trust Agreement dated as of September
30, 1980, between THE CONNECTICUT
BANK AND TRUST COMPANY, N.A., as
Trustee, and RAILEASE Inc, a Washington
corporation.
- (2) Bill of Sale from THE CONNECTICUT
BANK AND TRUST COMPANY, N.A. to
PACCAR Inc, releasing certain cars
therein described from the Equipment
Trust Agreement.
- (3) Bill of Sale from RAILEASE Inc to
THE CONNECTICUT BANK AND TRUST COMPANY,
N.A. subjecting certain cars described
therein to the Equipment Trust
Agreement.

The address of RAILEASE Inc is 777 106th Avenue, N.E., Bellevue,
Washington 98004, and the address of THE CONNECTICUT BANK AND
TRUST COMPANY, N.A. is One Constitution Plaza, Hartford, Connecti-
cut 06115. The address of PACCAR Inc is 777 106th Avenue, N.E.,
Bellevue, Washington 98004.

Check Verapal - Dave C Essey

Ms. Agatha Mergenovich

March 1, 1983

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The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on January 14, 1981, at 9:40 a.m. and assigned Recordation No. 12767. We request that this Amendment Agreement and bills of sale be assigned the next available letter designations under that primary number. Also, please cross-index the Amendment Agreement with the following document filed on January 23, 1981, and assigned Recordation No. 12806:

BRAE Corporation Lease Agreement dated as of July 18, 1980, by and between BRAE Corporation, as Lessor, and SOUTH CENTRAL TENNESSEE RAILROAD, Inc., as Lessee.

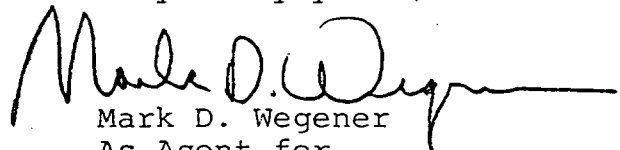
The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement deletes cars CLC 1304, 1306, 1308, 1314, 1315, 1317, 1323, 1324, 1326, 1329, 1337, 1338, 1340, 1345 and 1348 under the Equipment Trust Agreement and substitutes cars SCTR 1205, 1212, 1219, 1220, 1222, 1231, 1235, 1249, 1257, 1261, 1264, 1268, 1271 and 1278 therefor. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of such deleted cars from the Equipment Trust Agreement. The Bill of Sale from RAILEASE Inc. conveys the substituted cars to the Trustee and subjects these cars to the Equipment Trust Agreement.

The Amendment Agreement also now permits car numbers WGRR 2025-2038 to be hereafter renumbered to road numbers ONW 2025-2038, respectively, while remaining subject to the Equipment Trust Agreement.

Enclosed is a check in the amount of \$40.00 to cover the ICC recordation and cross-indexing fees.

Please retain one counterpart of the above-described documents for your files and return the remaining counterparts, with the filing data recorded thereon, to the bearer of this letter.

Very truly yours,


Mark D. Wegener
As Agent for
RAILEASE Inc.

Attachments

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of January 31, 19

Description of Trust Equipment

Quantity*	Specification	Description	AAR Mechanical Designation	Initials & Car Numbers (all inclusive)	Initials & Car Numbers (all inclusive)
100	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	WGRR 2000 - 2024 WGRR 2025 - 2038 WGRR 2039 - 2049 ONW 2050 DRGW 2051 WGRR 2052 - 2054 ONW 2055 DRGW 2056 - 2057 WGRR 2058 - 2063 ONW 2064 - 2065 WGRR 2066 DRGW 2067 ONW 2068 - 2069 WGRR 2070 - 2072 ONW 2073 - 2074 DRGW 2075 ONW 2076 WGRR 2077 - 2080 ONW 2081 - 2083 WGRR 2084 ONW 2085 WGRR 2086 - 2089 ONW 2090 WGRR 2091 - 2094 DRGW 2095 ONW 2096 WGRR 2097 - 2098 ONW 2099	ONW 2025 - 2038
0	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000 - 4099	
5	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485 - 499	

SCHEDULE A (Continued)
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Quantity*	Specification	Description	AAR Mechanical Designation	Initials & Car Numbers (all inclusive)	Initials & Car Numbers (all inclusive)
35	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301 - 1303, 1305, 1307, 1309 - 1313, 1316, 1318 - 1322, 1325, 1327 - 1328, 1330 - 1336, 1339, 1341 - 1344, 1346 - 1347, 1349 - 1350	
50	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101 - 1250	
14	PACCAR Inc PC-725	66 ft 6000 cubic ft chip hopper bottom dump cars	HT	SCTR 1205, 1212, 1219 - 1220, 1222, 1231, 1235, 1249, 1257, 1261, 1264, 1268, 1271, 1278,	

*Subject to change according to aggregate Cost and available deposited Cash.

}New road numbers which may hereafter be assigned to these cars, shown in serial order corresponding to respective current designations.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Mark D. Wegener
Howrey & Simon
1730 Pennsylvania Ave. N. W/
Washington, D. C. 20006

March 1, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/1/83 at 3:00PM, and assigned recordation number(s). 12767-J, 12767-K, & 12767-L

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

BILL OF SALE

RAILEASE Inc, a Washington Corporation ("RAILEASE") in consideration of the sum of ONE DOLLAR (\$1.00) to it paid and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto The Connecticut Bank and Trust Company, N.A., as Trustee under Equipment Trust Agreement (1980 Series 3) dated as of September 30, 1980 between said Trustee and RAILEASE, the following railroad equipment (the "Equipment"):

Quantity	Type	Railroad Nos.
14	66 ft. 6000 cubic foot chip hopper bottom dump cars	SCTR 1205, 1212, 1219, 1220, 1222, 1231, 1235, 1249, 1257, 1261, 1264, 1268 1271, 1278.

TO HAVE AND TO HOLD all and singular the aforesaid interest in the Equipment to said Trustee, and its respective successors and assigns, for its and their own use and behoof forever.

RAILEASE hereby warrants to said Trustee that, at the time of delivery of the Equipment to the Trustee under said Equipment Trust Agreement, RAILEASE had legal title to said Equipment and good and lawful right to sell such Equipment and that title to the Equipment was free from all claims, liens, security interests and other encumbrances of any nature (including any leasehold interests therein), other than subleases and liens permitted by Sections 5.10 and 7.03 of said Equipment Trust Agreement, and other than the rights of RAILEASE thereunder; and RAILEASE covenants that it will defend such title to said Equipment against the claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, RAILEASE has caused this instrument to be duly executed as of this 1st day of ~~February~~ ^{March}, 1983.

(Seal)

RAILEASE Inc

By: L.A. Haba
Title: Vice President and Treasurer

ATTEST:

By: D.M. Brown
Secretary

STATE OF WASHINGTON)

)ss

COUNTY OF KING)

On this 9th day of February, 1983, before me personally came L. A. Haba, to me known, who being by me duly sworn, says that he resides at Mercer Island, Washington, that he is a duly authorized representative of RAILEASE Inc, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.

[(Notarial Seal)]

[Signature]
Notary Public